

[ATTACHMENT 3]

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

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:
In re ASPEN TECHNOLOGY, INC. : Civil Action
SECURITIES LITIGATION : No. 04-12375-JLT
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**SUMMARY NOTICE OF PROPOSED SETTLEMENT
OF CLASS ACTION AND SETTLEMENT HEARING**

TO: ALL PERSONS OR ENTITIES WHO PURCHASED THE COMMON STOCK
OF ASPEN TECHNOLOGY, INC. ("ASPENTECH") BETWEEN OCTOBER
29, 1999 AND MARCH 15, 2005, INCLUSIVE, AND WHO WERE
ALLEGEDLY DAMAGED THEREBY (THE "CLASS").

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23 of the Federal
Rules of Civil Procedure and an Order of the Court, that a settlement for \$5,600,000 has
been proposed in the above-captioned certified class action. A hearing will be held before
the Honorable Joseph L. Tauro in the John Joseph Moakley United States Courthouse, 1
Courthouse Way, Boston, Massachusetts 02210, at ____:_____.m., on _____,
2005 to determine whether the proposed settlement should be approved by the Court as
fair, reasonable, and adequate, and to consider the application of Plaintiffs' Counsel for
attorneys' fees and reimbursement of expenses.

IF YOU ARE A MEMBER OF THE CLASS DESCRIBED ABOVE,
YOUR RIGHTS WILL BE AFFECTED AND YOU MAY BE ENTITLED TO SHARE
IN THE SETTLEMENT FUND. If you have not yet received the full printed Notice of
Proposed Settlement of Class Action, Motion for Attorneys' Fees and Settlement Fairness

Hearing (the "Settlement Notice") and a Proof of Claim form, you may obtain copies of these documents by contacting the Claims Administrator:

In re ASPEN TECHNOLOGY, INC. Securities Litigation Settlement
c/o Gilardi & Co. LLC
1115 Magnolia Avenue
Larkspur, CA 94939
(415) 461-0410
gilardi.com

Inquiries, other than requests for the forms of Settlement Notice and Proof of Claim, may be made to Lead Plaintiffs' Lead Counsel:

Samuel H. Rudman
Lerach Coughlin Stoia Geller Rudman & Robbins LLP
200 Broadhollow Road, Suite 406
Melville, NY 11747

To participate in the Settlement, you must submit a Proof of Claim no later than _____, 200_. If you are a Class Member and do not submit a proper Proof of Claim, you will not share in the Settlement but you nevertheless will be bound by the Order and Final Judgment of the Court. Any objections to the Settlement must be filed by _____, 200_.

Further information may be obtained by contacting the Claims Administrator.

By Order of The Court